

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: § **Chapter 11**
§
CORE SCIENTIFIC, INC., et al., § **Case No. 22-90341 (CML)**
§
§ **(Jointly Administered)**
Debtors.¹ §
§

**DEBTORS' SECOND AMENDED WITNESS AND EXHIBIT
LIST FOR COMBINED HEARING ON JANUARY 16, 2024**

Core Scientific, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), file this second amended witness and exhibit list (the “**Second Amended Witness and Exhibit List**”) for the hearing scheduled for January 16, 2024 at 10:00 a.m. (prevailing Central Time) (the “**Hearing**”):

WITNESSES

The Debtors may call any of the following witnesses at the Hearing (either live or by telephone and video technology):

1. Michael Bros, Senior Vice President of Capital Markets & Acquisitions at Core Scientific, Inc.;
2. Rodi Blokh, Partner & Managing Director at AlixPartners, LLP;
3. John Singh, Partner at PJT Partners LP;
4. Neal P. Goldman, Independent Director at Core Scientific, Inc.;
5. Jung (JW) Song, Managing Director at Stretto;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions VII LLC (3198). The Debtors' corporate headquarters is 210 Barton Springs Road, Suite 300, Austin, Texas 78704. The Debtors' service address is 2407 S. Congress Ave, Suite E-101, Austin, TX 78704.

6. John Creighton, Director at AlixPartners, LLP;
7. Russell Cann, Head of Mining at Core Scientific, Inc.;
8. Any witness called or listed by any other party; and
9. Any rebuttal witnesses.

EXHIBITS

The Debtors may offer into evidence any one or more of the following exhibits:

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
1.	<i>Declaration of Russell Cann in Support of Debtors' Emergency Motion for Order (I) Authorizing and Approving Settlement Among Debtors, Sphere 3D Corp., and Gryphon Digital Mining, Inc., and (II) Granting Related Relief (ECF No. 1664)</i>				
2.	<i>Declaration of John Creighton Regarding Debtors' Emergency Motion for Entry of an Order Establishing Disputed Claim Amounts for Calculation and Distribution Purposes Under Debtors' Proposed Joint Chapter 11 Plan of Reorganization (ECF No. 1525, Exhibit A)</i>				
3.	<i>Amended Declaration of Jung W. Song in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors (ECF No. 1736)²</i>				
4.	<i>Declaration of Michael Bros in Support of (I) Confirmation of Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors, (II) Final Approval of the Disclosure Statement, (III) the OG&E Settlement, and (IV) the Foundry Settlement (ECF No. 1725)</i>				

² The only change from the *Declaration of Jung W. Song in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors* (Docket No. 1721) are the exhibits attached thereto.

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
5.	<i>Declaration of Rodi Blokh in Support of Confirmation of Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors (ECF No. 1717)</i>				
6.	<i>Declaration of John Singh in Support of Confirmation of Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors (ECF No. 1720)</i>				
7.	<i>Declaration of Neal P. Goldman in Support of Confirmation of Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors (ECF No. 1719)</i>				
8.	<i>Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors (ECF No. 1639)</i>				
9.	<i>Notice of Filing of Third Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors (ECF No. 1685)</i>				
10.	<i>Third Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors (ECF No. 1438)</i>				
11.	<i>Order (I) Scheduling Combined Hearing on (A) Adequacy of Disclosure Statement and (B) Confirmation of Plan; (II) Conditionally Approving Disclosure Statement and Form and Manner of Notice of Conditional Disclosure Statement Hearing; (III) Establishing Solicitation and Voting Procedures; (IV) Establishing Notice and Objection Procedures for Confirmation of Proposed Plan; (V) Approving Notice Procedures for the Assumption or Rejection of Executory Contracts and Unexpired Leases; (VI) Approving Notice Procedures for Reinstatement of Claims; (VII) Establishing Rights Offering Procedures; and (VIII) Granting Related</i>				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	<i>Relief (ECF No. 1426)</i>				
12.	<i>Disclosure Statement for Third Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors (ECF No. 1439)</i>				
13.	<i>Order (I) Scheduling Combined Hearing on (A) Adequacy of Disclosure Statement and (B) Confirmation of Plan; (II) Conditionally Approving Disclosure Statement and Form and Manner of Notice of Conditional Disclosure Statement Hearing; (III) Establishing Solicitation and Voting Procedures; (IV) Establishing Notice and Objection Procedures for Confirmation of Proposed Plan; (V) Approving Notice Procedures for the Assumption or Rejection of Executory Contracts and Unexpired Leases; (VI) Approving Notice Procedures for Reinstatement of Claims; (VII) Establishing Rights Offering Procedures; and (VIII) Granting Related Relief (ECF No. 1447)</i>				
14.	<i>Order (I) Modifying Dates and Deadlines Set Forth in the Disclosure Statement Order and (II) Conditionally Approving the Debtors' Disclosure Statement Supplement (ECF No. 1638)</i>				
15.	<i>Supplement to Disclosure Statement for Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors (ECF No. 1640)</i>				
16.	<i>Certificate of Service re: Solicitation Materials, dated November 27, 2023 (ECF No. 1471)</i>				
17.	<i>Affidavit re: Publication Regarding the Combined Hearing Notice, dated December 5, 2023 (ECF No. 1509)</i>				
18.	<i>Certificate of Service re: Solicitation Materials, dated December 8, 2023 (ECF No. 1529)</i>				
19.	<i>Certificate of Service re: Solicitation Materials,</i>				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	dated December 8, 2023 (ECF No. 1530)				
20.	<i>Supplemental Certificate of Service re: Solicitation Materials</i> , dated December 12, 2023 (ECF No. 1542)				
21.	<i>Supplemental Certificate of Service re: Solicitation Materials</i> , dated December 13, 2023 (ECF No. 1547)				
22.	<i>Certificate of Service re: Notice of Filing of Plan Supplement in Connection with Third Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors</i> , dated December 13, 2023 (ECF No. 1549)				
23.	<i>Supplemental Certificate of Service re: Solicitation Materials</i> , dated December 14, 2023 (ECF No. 1552)				
24.	<i>Supplemental Certificate of Service re: Solicitation Materials</i> , dated December 20, 2023 (ECF No. 1591)				
25.	<i>Supplemental Certificate of Service re: Solicitation Materials</i> , dated December 27, 2023 (ECF No. 1628)				
26.	<i>Certificate of Service re: Notice of Filing of Second Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors</i> , dated December 30, 2023 (ECF No. 1654)				
27.	<i>Supplemental Certificate of Service re: Solicitation Materials</i> , dated January 3, 2024 (ECF No. 1672)				
28.	<i>Certificate of Service re: Second Solicitation Materials</i> , dated January 8, 2024 (ECF No. 1689)				
29.	<i>Notice of Intent to Adduce Testimony from a Remote Location by Telephone and Video Technology</i> (ECF				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	No. 1690)				
30.	<i>Certificate of Service re: Notice of Filing of Third Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors</i> , dated January 1, 2024 (ECF No. 1694)				
31.	<i>Certificate of Service re: Notice of Intent to Adduce Testimony from a Remote Location by Telephone and Video Technology</i> (ECF No. 1695)				
32.	<i>Order (I) Establishing Deadlines to File Proofs of Claim and (II) Approving Form and Manner of Notice Thereof</i> (ECF No. 652)				
33.	<i>Pang v. Levitt, et al.</i> , Case No. 1:22-cv-01191-DAE (W.D. Tex.), D.I. 73.				
34.	<i>Agreed Mediation Order Appointing Judge Marvin Isgur as Mediator Regarding Debtors' Chapter 11 Plan</i> , entered on July 12, 2023 (ECF No. 1052)				
35.	<i>Notice of (I) Execution of Restructuring Support Agreement and (II) Filing of Solicitation Versions of (A) Third Amended Plan and (B) Disclosure Statement for Third Amended Plan</i> (ECF No. 1440)				
36.	<i>Global Notes and Statements of Limitation, Methodology, and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs</i> (ECF No. 471)				
37.	<i>Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors (With Technical Modifications)</i> (ECF No. 1722)				
38.	Amended and Restated Bylaws of Core Scientific, Inc. (A Delaware Corporation)				
39.	Second Amended and Restated Certificate of Incorporation of Power & Digital Infrastructure				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	Acquisition Corp.				
40.	Michael Levitt Official Form 10 Proof of Claim, Case No. 22-90341				
41.	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases				
42.	Any exhibit necessary to rebut the evidence of testimony of any witness offered or designated by any other party				
43.	Any exhibit listed by any other party				

RESERVATION OF RIGHTS

The Debtors reserve the right to call or to introduce one or more, or none, of the witnesses and exhibits listed above, and further reserve the right to supplement this list at any time prior to the hearing. The Debtors reserve the right to offer into evidence any exhibit necessary to rebut evidence or testimony offered by any other party and any exhibits listed or used by any other party.

Dated: January 16, 2024
Houston, Texas

Respectfully submitted,

/s/ Clifford W. Carlson
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*Attorneys for Debtors
and Debtors in Possession*

Certificate of Service

I hereby certify that on January 16, 2024, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Clifford W. Carlson
Clifford W. Carlson